

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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www.hlmx.com

December 7, 2004

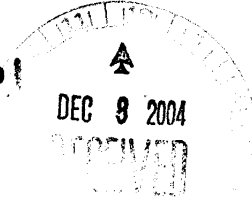
Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 25333 FILED

DEC 08 '04

3-02 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Full Maintenance Lease Agreement dated as of April 1, 2004 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Dan Rich Enterprise Inc.
6011 Scott Hamilton Drive
Little Rock, AR 72209

Equipment: 76 Boxcars
HLMX 86100-86175

Please record this Memorandum of Full Maintenance Lease Agreement as a primary document. The filing fee of \$32.00 is included in our enclosed check.

Summary: Memorandum of Full Maintenance Lease Agreement dated as of April 1, 2004 between Helm Financial Corporation as Lessor and Dan Rich Enterprise Inc. as Lessee for 76 boxcars, HLMX 86100-86175, to be filed as a primary agreement.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDATION NO. 25333 FILED

DEC 08 '04 3-02 PM

**MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of April 1, 2004 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of March 10, 2004 ("Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **DAN RICH ENTERPRISE INC., d.b.a. RICH LOGISTICS**, an Arkansas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

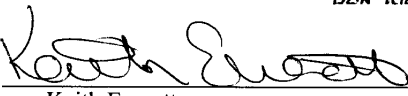
LESSEE

HELM FINANCIAL CORPORATION

DAN RICH ENTERPRISE INC., d.b.a. ~~RICH LOGISTICS~~

DAN RICH LOGISTICS BR

By: 
Name: John F. Dains
Title: President

By: 
Name: Keith Everett
Title: Operations Manager

SCHEDULE A

**TO THE MEMORANDUM OF LEASE
DATED APRIL 1, 2004**

THE UNITS

Units Description:

Seventy-six (76), four (4) door, 86'6" boxcars.

Unit Numbers:

HLMX 86100-86175

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 14th 2004, before me, J. L. Pat Taft, personally appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,

/ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.


SIGNATURE OF THE NOTARY

[Notarial Seal]



STATE OF ARKANSAS)
) S.S.
COUNTY OF ~~PULASKI~~ SALINE)

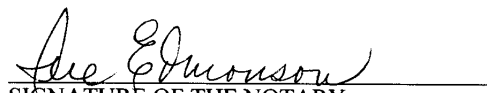
On Oct 8th 2004, before me, SUE EDMONSON, personally appeared Keith Everett, Operations Manager of **DAN RICH ENTERPRISE INC., d.b.a. ~~RICH LOGISTICS~~**,
Dan Rich LOGISTICS BV

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.


SIGNATURE OF THE NOTARY

[Notarial Seal]

